

## Shareholder Board – Record of Decisions

### 19 September 2013

Item / Company	Description	Decision	Key Points
Governance	Terms of Reference	Agreed	To agree the initial Terms of Reference for the Board.
S.E.Business Services	Appointment of Directors	Agreed	Appointment of Directors to the Company – John Stebbings & Paul Brocklehurst

### 17 February 2014 (Extra-ordinary meeting)

Item / Company	Description	Decision	Key Points
S.E.Business Services Ltd	Commercial Opportunity	Agreed	<p>Full discussion regarding the risks and rewards in progressing a commercial opportunity to deliver Fire contingency services, taking into account the mitigation measures.</p> <p>Approval of associated changes required to the Articles of Association.</p>
S.E.Business Services Ltd	Employment of Staff	Agreed	To agree the commencement of employment as a result of TUPE transfer in the delivery of a IT contract (with further employment at the discretion of the Directors)

### 24 February 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes (also covering September 2013)	Agreed	
Governance	Background Pack	Noted	The Shareholder Board received and discussed a pack of information compiled to provide background information in relation to matters of company administration, for example, including Directors duties, reserved matters, financial arrangements, procurement and employment considerations. This was delivered to enhance understanding of matters that the Shareholder Board may consider in the future.

Item / Company	Description	Decision	Key Points
Governance	Terms of Reference	Agreed	Revisions to the Terms of Reference to cover issues of quorum, regularity of meetings and to recognise new administrative arrangements.
Surrey Choices Ltd	Articles of Association	Agreed	To approve the articles in order to incorporate the company.
Surrey Choices Ltd	Appointment of Directors	Agreed	Appointment of Directors – Simon Laker and Nick Wilson
Surrey Choices Ltd	Pension Scheme	Deferred	Item deferred in order to have a full discussion – the matter under consideration being whether to offer Local Government and Teachers Pensions to new employees of the company and consideration of the impact on the LGPS pension fund.
Surrey Choices Ltd	Financial Arrangements	Noted	Noted -the arrangements will be as per the Cabinet Report
Future Gov Ld	Investment	Noted	To note the delegated decision taken following completion of due-diligence and in accordance with the Cabinet decision, to invest and provide debt financing to the company

#### 24 March 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Surrey Choices Ltd	Pension Scheme	Agreed (see details)	<p>Full discussion regarding the pension arrangements for new employees, bearing in mind considerations regarding the impact on the LGPS pension fund and impacts on the commercial standing of the company.</p> <p>The Board agreed to close the LGPS / Teachers Pension scheme to new employees.</p> <p>The Board agreed that the any new scheme would be offered to all new staff on a consistent basis (and rejected the proposal for a deferential scheme for managers).</p> <p>The Board agreed that the details of the new scheme should be presented to the board for approval.</p>

### 12 May 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
S.E.Business Services Ltd	Appointment of Director	Agreed	Appointment of a further Director to strengthen governance following the award of a Fire related contract (Liz Mills)
Surrey Choices Ltd	Change of Registered Address	Agreed	Agreed to Director's request to change to the future operational address of the company.

### 28 July 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Future Gov Ltd	Loan funding Tranche	Noted	The Board noted the decision taken, under delegated powers, to make available an advance of the agreed loan funding.
Governance	Company Secretary Services	Agreed	The Board agreed the proposal that Legal Services be appointed as Company Secretary to all wholly owned companies.
S.E.Business Services Ltd	<u>ANNUAL GENERAL MEETING</u> Annual Statement of Accounts (unaudited) Annual Business Plan Dividend Proposal Articles of Association	Agreed Agreed Agreed Agreed	Annual General Meeting of S.E.Business Services to agree matters in accordance with the Articles of Association.  The Shareholder Board agreed the Director's proposal for no dividend payment (it being the first part-year of trading for the company)  The Board agreed changes to the Articles to amend technical drafting issues in respect of conflicts of interest, and to tidy up the reserved matters into categories to aid understanding.

Item / Company	Description	Decision	Key Points
Surrey Choices Ltd	Director employment	Noted	To note that the TUPE arrangements, effective on the date of commencement of the commissioning contract, will include all senior staff including the Managing Director (Simon Laker).
Babcock 4S Ltd	Contract arrangements	Noted	The Shareholder Board were briefed that consideration is being given to contractual revisions which may impact upon the Shareholder Agreement.

### 9 September 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Surrey Choices Ltd	Go-Live report	Noted	The Shareholder received a presentation on the go-live (commencement of trade)
Surrey Choices Ltd	Contractual arrangements	Noted	The Board received a report confirming that the contractual arrangements for the delivery of services to the council had been satisfactory concluded
Surrey Choices Ltd	Internal Audit Terms of Reference	Noted	
Fire Joint Venture	Cabinet Report	Noted	To discuss and agree the proposed Cabinet report to seek a joint venture partner to progress Fire Training opportunities.
S.E.Business Services Ltd	Commercial Opportunity	Noted	To receive an update on further Fire contingency opportunities and to agree that further contracts of this type require Shareholder Board approval.
TRICS Consortium Ltd	Appointment of Director	Agreed	To appoint Dominic Forbes as the representative director of SCC
Surrey Careers Ltd	Approve sale of shares	Agreed	To approve the sale of SCC's shares in the company in order to proceed to liquidation (mitigating SCC risk against future pension liabilities).

24 November 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Future Gov Ltd	Final Loan Tranche	Agreed	Approval of the release of the final agreed loan tranche to the company.
Surrey Choices Ltd	Business Update	Noted	The Shareholder Board received a presentation and update from the Company.
Surrey Choices Ltd	Management Accounts	Noted	The Shareholder Board received draft management accounts and requested that more detailed information be provided in future (to be presented alongside the Business Plan)
Surrey Choices Ltd	Pension arrangements	Noted	The Shareholder Board received an update on the consideration of the pension for new employees.
Surrey Choices Ltd	Procurement Strategy	Deferred	The Shareholder Board requested some amendments to the procurement strategy to recognise the potential Group impact of arrangements
Surrey Choices Ltd	Disability Proposal	Noted	The Shareholder Board noted the discussion document
Babcock 4S Ltd	Annual Statement of Accounts	Noted	
Governance	Shareholder Board Position Statement (Internal Audit)	Noted	The Shareholder Board considered the Internal Audit position statement report and approved associated revisions to the Articles of Association. These revisions are to allow the council to request copies of accounts and other records as of right, without the need for a Shareholder decision or consent from the Directors.
Governance	Articles of Association	Agreed	The Board approved changes to the Articles of Association for the following companies (for the reasons noted above)  Surrey Choices Ltd S.E.Business Services Ltd Halsey Garton Property Ltd  <i>(Note: the preceding Articles and appointment of Directors for the property company were approved as part of the Cabinet Report).</i>

Item / Company	Description	Decision	Key Points
Governance	Shareholder Board Scope	Agreed	The Shareholder Board noted the report in relation to all council shareholdings and related companies, and understood the Shareholder Board's role in relation to each type of company.

### 18 December 2014

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Governance	Terms of Reference	Agreed	Formal agreement of amendments discussed at the November meeting to amend the quorum of the meeting following consideration of the Internal Audit report.
Bandstand Square Developments Ltd	Reserved Matter-Contract	Agreed	To approve the construction contract for the replacement Fire Station in accordance with the reserved matters of the company.

### 23 February 2015

Item / Company	Description	Decision	Key Points
Governance	Approval of minutes	Agreed	
Surrey Choices Ltd	<u>GENERAL MEETING</u>  Annual Business Plan	Deferred	General Meeting of Surrey Choices Ltd to agree matters in accordance with the Articles of Association.  The Shareholder Board requested amendments to the Business Plan, including provision of more detailed financial information.
	Appointment of Auditors	Agreed	The Shareholder Board approved the appointment of Grant Thornton as auditors to the company.
Surrey Choices Ltd	Procurement Strategy	Agreed	
Surrey Choices Ltd	Internal Audit Report	Noted	

Item / Company	Description	Decision	Key Points
S.E.Business Services Ltd	<u>GENERAL MEETING</u> Annual Business Plan Annual Statement of Accounts (audited) Audit Report Appointment of Auditors	Agreed Agreed Noted Agreed	General Meeting of S.E.Business Services Ltd to agree matters in accordance with the Articles of Association.  The Shareholder Board approved the appointment of Grant Thornton as auditors to the company (the directors may appoint in the first year).
S.E.Business Services Ltd	Commercial Opportunity	Agreed	The Shareholder Board approved that two opportunities may proceed to contract (at the discretion of the Directors).

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